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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

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Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF SECOND AMENDMENT
TO AMENDED AND RESTATED
RESTRUCTURING SUPPORT
AGREEMENT**

[Relates to Dkt. No. 3992]

Date: December 4, 2019
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 **PLEASE TAKE NOTICE** that, on September 24, 2019, PG&E Corporation and Pacific Gas
2 and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-
3 captioned chapter 11 cases, filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and*
4 *Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (i) Authorizing the Debtors to Enter into*
5 *Restructuring Support Agreement with the Consenting Subrogation Claimholders, (ii) Approving the*
6 *Terms of Settlement with Such Consenting Subrogation Claimholders, including the Allowed*
7 *Subrogation Claim Amount, and (iii) Granting Related Relief* [Docket No. 3992] (the “**RSA Motion**”).
8 A copy of that certain Restructuring Support Agreement, dated as of September 22, 2019, among the
9 Debtors and the Consenting Creditors parties thereto was attached as Exhibit A to the RSA Motion.

10 **PLEASE TAKE FURTHER NOTICE** that, on November 1, 2019, the Debtors and Requisite
11 Consenting Creditors entered into that certain Amended and Restated Restructuring Support Agreement
12 (the “**Amended and Restated RSA**”) a copy of which was filed with the Court as an exhibit to that
13 certain *Notice of Filing of Amended and Restated Restructuring Support Agreement* [Dkt. No. 4554].¹

14 **PLEASE TAKE FURTHER NOTICE** that, on November 13, 2019, pursuant to Section 9 of
15 the Amended and Restated RSA, the Debtors and the Requisite Consenting Creditors agreed to an
16 amendment of the Amended and Restated RSA extending the deadline to obtain Bankruptcy Court
17 approval of the Amended and Restated RSA from November 14, 2019, to November 24, 2019 (the “**First**
18 **Amendment**”). Notice of the First Amendment was filed with the Court on November 13, 2019 [Dkt.
19 No. 4711].

20 **PLEASE TAKE FURTHER NOTICE** that, on November 18, 2019, pursuant to Section 9 of
21 the Amended and Restated RSA, the Debtors and the Requisite Consenting Creditors agreed to a second
22 amendment to the Amended and Restated RSA further extending the deadline to obtain Bankruptcy
23 Court approval of the Amended and Restated RSA from November 24, 2019, to December 6, 2019.

24 **PLEASE TAKE FURTHER NOTICE** that copies of the RSA Motion and the Amended and
25 Restated RSA can be viewed and/or obtained: (i) by accessing the Bankruptcy Court’s website at
26 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden Gate
27 Avenue, San Francisco, CA 94102, or (iii) from the Debtors’ notice and claims agent, Prime Clerk LLC,
28 at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based
parties; or +1 (929) 333-8977 for International parties or by e-mail at: pgeinfo@primeclerk.com. Note
that a PACER password is needed to access documents on the Bankruptcy Court’s website.

Dated: November 19, 2019

WEIL, GOTSHAL & MANGES LLP
CRAVATH, SWAINE & MOORE LLP
KELLER & BENVENUTTI LLP

/s/ Thomas B. Rupp

Thomas B. Rupp

Attorneys for Debtors and Debtors in Possession

¹ Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in the Amended and Restated RSA.